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BYLAWS OF POINT

ARTICLE I

NAME:

The name of this corporation is POINT. It is a nonprofit, charitable, non-stock corporation organized and existing under the laws of the State of California for the purpose of publishing, promoting, financing, and undertaking research and studies into problems of economic, behavioral and sociological importance for the purpose of benefiting broad segments of the local, national and international community.

ARTICLE II

OFFICES:

The principal place for the transaction of business of the corporation is 1408 Mission Avenue, San Rafael, County of Marin, State of California. The Board of Directors has authority to change the location of the principal office.

ARTICLE III

Membership:

The membership of this corporation shall consist of those individuals who from time to time constitute the Board of Directors of this corporation, to be chosen as hereinafter provided.

ARTICLE IV

BOARD OF DIRECTORS:

Section One

The general control and management of the corporation shall be vested in a Board of Directors consisting of as few as three (3) and as many as eleven (11), and subject to the limitations of the Articles of Incorporation, of the Bylaws, of the California corporation laws, under which this corporation is formed, and subject to the duty of officers as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to the general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

(a) To select and remove all the officers, agents and employees of the corporation, prescribe their powers and duties, fix compensation, and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefor not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they deem best.

(c) To change the principal office for the transaction of the business of the corporation from one location to another within the same County, as provided in Article II hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within the State of California; to designate any place within the State of California for holding any meetings of the Board of Directors; to make, adopt and use a Corporate seal, and to prescribe form therefor.

(d) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of indebtedness and security therefor.

(e) To appoint an Executive Committee composed of not less than three (3) members as hereinafter provided and to delegate to the Executive Committee any of the powers and authority of the Board in the management of business and affairs of the corporation, except the power to adopt, amend, or repeal Bylaws. The Board of Directors shall have the power to prescribe the manner in which proceedings of the Executive Committee and other committees shall be conducted. Vacancies in the membership of the Executive Committee may be filled by the Board of Directors. A majority of the authorized number of members of the Executive Committee shall constitute a quorum for the transaction of business, and transactions of any meetings of the Executive Committee, however called and noticed and wherever held, shall be valid as though had at a meeting duly held after regular call or notice, if a quorum be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or consent to holding of a meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records, or made part of the minutes of the meeting.

(f) The Board of Directors may from time to time establish 'such other committees as it shall deem necessary or advisable.

Section Two

TERM OF OFFICE:

The Board of Directors shall be self-perpetuating. Each member shall serve until death, resignation or removal by the vote of two-thirds (2/3) of the then qualified Directors provided, however, no Director shall serve for more than three (3) consecutive years.

Section Three

VACANCIES:

Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by the sole or remaining Director, and each Director so elected shall serve as described in Section Two above.

Section Four

PLACE OF MEETING:

Regular meetings of the Board of Directors shall be held at any place within the State of California which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation regular meetings shall be held at the principal offices of the corporation. Special meetings of the Board may be held at any designated place within or without the State of California or at the principal office.

Section Five

REGULAR MEETING:

The Board of Directors shall hold one (1) regular meeting each year, on the first Friday in November at the hour of two (2) o'clock P.M. on said day.

Section Six

SPECIAL MEETINGS:

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or if he is absent, or unable or refuses to act, by the Vice-President, or by a majority of the Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director, or sent to each Director by mail or by other form of written communication, charges pre-paid, addressed to him at his address as shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meeting of the Directors are regularly held. In case such notice is mailed or telegraphed it shall be deposited in the U.S. Mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least 48 hours prior to the holding of the meeting. Such mailing, telegraphing, or delivery as above provided shall be due, legal and personal notice to such Director.

Section Seven

NOTICE OF ADJOURNMENT:

Notice of the time and place of holding an adjourned meeting need not be given to an absent Director if the time and place be fixed at the adjourned meeting.

Section Eight

WAIVER OF NOTICE:

The transactions of any meeting of the Board of Directors, however called and noticed, and wherever held, shall be valid as though held at a meeting duly held, after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or consent to the holding of such meeting or an approval of the minutes thereof. Such waivers, consents, or approvals shall be filed in the corporate records or made part of the minutes of the meeting.

Section Nine

WRITTEN CONSENT:

Anything herein to the contrary notwithstanding, any action required or permitted to be taken by the Board of Directors under the California Corporations Code may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings/of the Board. Such actions by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section Ten

QUORUM:

A majority of the authorized number of the Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation, or the Bylaws.

Section Eleven

FEES AND COMPENSATIONS:

Directors shall not receive any salaries or fees for their services as Directors, but, by resolution of the Board they may be reimbursed for their out-of-pocket expenses incurred in the transaction of corporate business. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity, as an agent, employee, or otherwise and receiving compensation therefor.

Section Twelve

INDEMNIFICATION:

Each Director and officer, whether or not then in office, shall be indemnified by the corporation against all liabilities, costs and expenses reasonably incurred by or imposed upon him in connection with or rising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the corporation, such expenses to include the cost of reasonable settlements made with a view to curtailment of costs of litigation. The corporation shall not, however, indemnify such Director or officer with respect to matters as to which he shall be finally adjudged in any action, suit or proceedings, to have been derelict in the performance of his duty as such Director or officer. The foregoing right of indemnification shall not be exclusive of any other right to which any Director or officer may be entitled as a matter of law.

Section Thirteen

NON-LIABILITY OF DIRECTOR

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section Fourteen

RESTRICITONS REGARDING INTERESTED DIRECTOS

Notwithstanding any other provision of these bylaws, not more than 25 percent of the persons serving on the board may be interested persons. For purpose of this section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve months or in contract with the corporation, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section Fifteen

INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including directors, officers, employees or other agents of the corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the

agent against such liability under the provision of Section 5238 of the California nonprofit Public Benefit Corporation law.

ARTICLE V

Section One

OFFICERS:

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more Assistant Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section Three of this Article. One person may hold two (2) or more offices, except those of the President and Secretary.

Section Two

ELECTION:

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section Three or Five of this Article, shall be chosen annually, at the annual regular meeting of the Board of Directors, and each shall hold his office until he shall resign, or shall be removed, or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section Three

SUBORDINATE OFFICERS:

The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, having such authority and performing such duties as provided by the Bylaws, or as the Board of Directors may from time to time determine.

Section Four

REMOVAL OR RESIGNATION:

Any officer may be removed, either with or without cause, by a majority of the Directors at any time in office, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal, or any committee upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein,

the acceptance of said resignation shall not be necessary to make it effective.

Section Five

VACANCIES:

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by the Bylaws for the regular appointment to such office.

Section Six

PRESIDENT:

The President of the Board, subject to the control of the Board of Directors, shall preside at all meetings of the Board of Directors and shall be a member of all standing committees, including the Executive Committee, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.

The President of the Board shall be a volunteer member of the Board of Directors with the following functions and responsibilities: A) To inspire and lead the Board to be fully active in support of the organization; B) To oversee resource development assuring that planning, strategy and results in fund raising, circulation expansion, advertising, and other income producing activities are sufficient for the continuing financial health of the organization. Furthermore, the president at times will be responsible for personal interaction with potential funders; C) To coordinate the Board activities and its relationships so that it can perform the proper Board functions of setting corporate policy and strategy. He/she is to see that the board has the appropriate information to set policy and articulate objectives that are clear and measurable; D) To be the Board's ordinary liaison with the chief executive officer, to monitor and report to the board how well objectives are being met and strategy is being carried out, and to evaluate the chief executive.

Section Seven

VICE - PRESIDENT:

In the absence or disability of the President, the Vice President shall perform all duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice-President shall be a regular member of the Executive Committee and shall be Chairman of that body. He shall further have such other powers as may be from time to time prescribed by the Board of Directors or by the Bylaws.

Section Eight

SECRETARY:

The Secretary shall keep, or cause to be kept, the book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Directors, with time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given and he shall keep the Seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

The Secretary shall be a regular member of the Executive Committee of this corporation and shall act as Secretary of such committee.

Section Nine

TREASURER:

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President, Directors, and Executive Committee, whenever they request it, an account of all his transactions as Treasurer and of the financial condition of the corporation and shall be a regular member of the Executive Committee of this corporation. Further, the Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section Ten

COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of the bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relates to the performance of the charitable or public purposes of this corporation.

ARTICLE VI

MISCELLANEOUS

Section One

INSPECTION OF CORPORATE RECORDS:

The books of account, and minutes of proceedings of the Board of Directors and of the Executive Committee shall be open to inspection upon written demand of any Directors at any reasonable time, and for a purpose reasonably related to his interests as a Director. Suck inspection may be made in person or by an agent or an attorney and shall include the right to make extracts.
Demand of inspection other than at Directors meetings shall be made in writing upon the President, Secretary, or Treasurer of the corporation.

Section Two

CHECKS, DRAFTS, ETC.:

Ail checks, drafts or other records for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner, as from time to time shall be determined by resolution by the Board of Directors.

Section Three

CONTRACTS:

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, committee, agent or employee, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to special instances; and, unless so authorized by the Board of Directors, no officer, agent, committee, or employee, shall have any power or authority to bind the corporation upon any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

ARTICLE VII

AMENDMENTS:

These Bylaws may be amended or repealed by the Board of Directors of this corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, certify:

1. That I am the duly elected secretary of Point, California corporation, and

2. That the above Amended Bylaws, comprising nine (10) pages, constitute the Bylaws of said corporation as adopted by the Board of Directors at its meeting of _____.